

# **Providence External Review Authority Rules and Bylaws**

The Providence External Review Authority (PERA) is established by Ordinance 614, Chapter 2002-39. PERA adopts the following rules of order for the members and employees of the authority as well as those having business before the Authority.

In the absence of any exceptions noted here or contradictions mandated by city, state or federal law all PERA meetings will be conducted according to the latest Robert's Rules of Order.

These bylaws have been adopted by a majority of the Authority and in accordance with city and state law on this date: April 20, 2004.

## **1. Officers**

The board will elect a chair as specified by ordinance. The board will also elect two members to serve as vice-chair and secretary.

### **1.1 Election of Officers**

- 1.1.1 Election of the chair is to be the first priority whenever that seat is vacant. The election shall be presided by the currently acting chair. If that member is a candidate for the upcoming term he/she shall recuse himself/herself and designate another member as acting chair for the duration of that election. The elected chair shall preside over the remaining elections as necessary.
- 1.1.2 The chair must be elected by a majority of the currently appointed members. Election of remaining officers may be by a majority of voting members present provided there is a quorum.
- 1.1.3 Nominations to office must be made by a board member and seconded. The chair will certify a nomination by asking the candidate if he or she is willing to serve in that capacity.
- 1.1.4 Every member of the authority shall be eligible for nomination as an officer provided that no member may concurrently hold more than one office.
- 1.1.5 If no nominee receives a majority vote then the chair will again ask for nominations and conduct a new vote. If at least one vote has been taken, and in the opinion of the chair no majority can be established due to the number of candidates, then the chair may restrict the nominations to the two candidates who receive the most votes. If at least two votes have been taken, and in the opinion of the chair no majority can be reached, then the chair will re-schedule the vote and adjourn the meeting.

### **1.2 Terms of Office**

- 1.2.1 The chair, vice-chair, treasurer and secretary are elected to a term of two years.
- 1.2.2 If a member is unable to complete his/her term in office another member is elected to complete the remainder of that term.
- 1.2.3 The positions of chair, vice-chair, treasurer and secretary are deemed vacant if two calendar years have passed since the election. Vacancy is also declared if the member resigns the position, is no longer eligible to be a PERA board member or is removed from office. An automatic vacancy is declared if a member is voted into a different office.

- 1.2.4 A member may be removed as chair, vice-chair, treasurer or secretary and the office declared vacant by two-thirds vote of the currently appointed members established by the ordinance.

### **1.3 Duties of the Chairperson**

The powers and duties of the chairperson include:

- 1.3.1 Acts as the official spokesperson for all Authority business.
- 1.3.2 Convenes and chairs all full Authority meetings, public hearings of the Authority and executive sessions of the full Authority.
- 1.3.3 Sets the agenda for full meetings, public hearings and executive sessions.
- 1.3.4 Makes appointments to committees and designates each committee chair.
- 1.3.5 Serves as an ex-official member of all committees.
- 1.3.6 Participates in the orientation of new members.
- 1.3.7 Directly supervises the executive director and schedules monthly reports of the staff's activities to the board.
- 1.3.8 Manages board activities mandated by the PERA ordinance.
- 1.3.9 Appoints an acting secretary in the cases when the office is vacant or the board member is absent.

### **1.4 Duties of the Vice-Chairperson**

The powers and duties of the vice-chair include:

- 1.4.1 Acts as chair for those meetings, hearings and sessions not attended by the chair. In addition the vice-chair assumes those duties and powers delegated by the chair.
- 1.4.2 Acts as chair in the event of an unexpected vacancy of the chair. The vice-chair may act as chair for up to 60 days before convening a vote for a new chair.

### **1.5 Duties of the Treasurer**

The powers and duties of the Treasurer include:

- 1.5.1 A primary responsibility of the treasurer making sure the money funded and received is invested safely.
- 1.5.2 The treasurer is responsible for keeping records, of the receipts and expenditures from all funds, and furnishing a monthly report at the Authority meetings. The treasurer makes a monthly statement and presents it to the board for their review.

### **1.6 Duties of the Secretary**

The powers and duties of the secretary include:

- 1.6.1 Oversees the taking and distribution of the minutes for general meetings and executive sessions.
- 1.6.2 Maintains the list of active board members, his/her contact information and terms of office.
- 1.6.3 Notifies the appointing authority both 60 days and 30 days prior to a member's term expiring. Notifies the board at least 30 days, but no more than 60 days prior to the expiration of an Executive Committee term.
- 1.6.4 Receives the resignation of a board member and notifies the appropriate appointing

authority in a timely manner.

- 1.6.5 Assures that all meetings of the Authority and its subcommittees are publicly noticed and conducted in conformity with the Rhode Island Open Meetings Act.
- 1.6.6 Assures that all minutes and records of the Authority and its subcommittees are maintained in conformity with the Rhode Island Access to Public Records Act and, with the assistance of counsel, responds to requests for records under the Act
- 1.6.7 Assures that records deemed confidential under State and Federal Law shall be maintained in such a manner as to assure their security from disclosure.

## **1.7 Executive Committee**

- 1.7.1 The executive committee shall consist of the chair, vice-chair, secretary and Treasurer.
- 1.7.2 The executive committee shall have all of the powers and authority of the Providence External Review Authority in the intervals between regular or special meetings of the Authority, subject to the direction and control of the Authority. All actions of an executive committee meeting must be presented at the next Authority meeting for ratification.
- 1.7.3 No person may concurrently hold more than one position on the Executive Committee.
- 1.7.4 The executive committee is responsible for preparing a bi-annual report for approval by the board.

## **1.8 Resignation**

- 1.8.1 Except as noted below board resignations will be made in writing to the Secretary.
- 1.8.2 In the event the resigning member is serving as Secretary the resignation shall be made to the chairperson.

## **2 Board Members**

### **2.1 Orientation**

- 2.1.1 Orientation of new members of the Authority shall be held promptly upon appointment.

### **2.2 Communications**

- 2.2.1 Authority members and staff shall use official letterhead only for official duties that are specifically authorized by the Authority, or for such notices and requests for information as are necessary for Authority business. Letters sent on Authority letterhead must be filed concurrently with the Authority.
- 2.2.2 Any written communications by an Authority member shall clearly indicate that he or she is writing in his or her individual capacity and not on behalf of the Authority, unless specifically authorized to represent the Authority.
- 2.2.3 In speaking before a public agency or the public in general, an Authority member or staff person shall give a clear disclaimer indicating that he or she is not representing the Authority in expressing his or her personal views. When specifically authorized to do so, a member or staff person may speak on behalf of the Authority. The expression of personal views, or the good faith expression of personal interpretations of the policy of the Authority, need not be specifically cleared in advance.
- 2.2.4 Public presentations by members of the Authority shall be reported to the Executive

Director, who will make periodic reports about presentations to the full board.

## **2.3 Removal of a Member**

2.3.1 The Authority may recommend to the city council that a member be removed for incompetence, neglect of duty, misconduct or malfeasance for grounds including, but not limited to, the following:

- A member misses three or more Authority meetings within a six-month period without timely notice of good cause shown.
- A member misses two or more panel hearings, except for timely notice of good cause shown which is given, whenever possible, prior to hearing.
- A member improperly discloses confidential or privileged information.

## **3 Staff**

3.1.1 The Authority shall have the responsibility for the appointment, promotion, demotion, suspension and dismissal of all employees under its jurisdiction in accordance with the provisions of the Providence Home Rule Charter and such personnel rules and regulations as may be made pursuant thereto.

3.1.2 Any PERA staff member shall be appointed, and his/her employment agreement (if any) ratified, by a majority of the currently appointed members.

## **4 Executive Director**

### **4.1 Duties**

The Executive Director shall:

- 4.1.1 Be appointed, and his/her employment agreement (if any) ratified, by a majority of the currently appointed members.
- 4.1.2 Perform those duties required by the PERA ordinance, the Authority Rules, the chairperson and the Executive Director's employment agreement.
- 4.1.3 Supervise the Authority staff and recommend hiring and firing of staff to the board.
- 4.1.4 Participate in the orientation of new members of the Authority.
- 4.1.5 Attend meetings of the executive committee.

### **4.2 Contract**

4.2.1 The Authority shall vote 60 days prior to the expiration of the Executive Director's contract on its renewal. Information as to the renewal or termination shall be communicated to the City Council and any other request for specific information shall be directed to the chair.

4.2.2 The Authority shall make a yearly evaluation of the Executive Director's performance.

## **5. Public Meetings**

### **5.1 Public Participation**

5.1.1 Members of the public may speak at the regular Authority meetings during such time period as may be designated by the Chair as the public commentary portion of the agenda. No person addressing the Authority under this section may speak for more than five

minutes, time permitting, unless the speaker's time is extended by the chair. Speakers will address the Authority in the order in which called upon by the chair. Written communications to the Authority may be read aloud by the Chair, or his/her designee, at the public meeting, and shall be available to the public.

5.1.2 There will be a written sign up sheet for those wishing to address the authority stating the agenda item, if any, on which they wish to speak. Speakers will be given the opportunity to speak in the order in which they signed up.

5.1.3 The Chair shall enforce order and decorum among persons in attendance and any person addressing the Authority, by permission or by request, shall, while speaking, be subject to the same rules and shall be entitled to the same privileges or order as pertain to a member of the Authority; provided, however, that a member of the Authority may interrupt such speaker for the purpose of asking a question or of obtaining information.

## 6 Amendment of Rules

6.1.1 The Authority Rules may be amended by a majority vote of the currently appointed members of the Authority provided the changes have been subject to hearing as specified by the PERA ordinance.

## 7 Call To Order, Quorum, Decorum

7.1 The Chair shall take the chair at the hour designated for the meeting of the Authority and shall promptly call the members to order.

7.2.1 A majority of currently appointed members of the Authority shall constitute a quorum. A lesser number of members of the Authority than a quorum may adjourn from time to time and compel the attendance of absent members in such manner and under such penalties as may be prescribed by ordinance.

7.2.2 The Chair shall preserve decorum and order; he/she shall decide all questions of any points of order, subject to an immediate appeal to the Authority by any one member present. No other business shall be in order until the question on appeal shall have been decided by a majority of the members present. He/she may speak on points of order, in preference to other members and may speak on general questions as other members, but he/she shall take the floor to do so.

## 8 Voting

8.1 The Chair of the Authority shall clearly and succinctly state every question before the Authority as a whole.

8.2 The "yeas" and "nays" of the members of the Authority shall, at the request of one-fifth of those present, be taken and entered on the records of said Authority. After a roll call vote has been ordered, said roll call shall not be interrupted, delayed or stopped by the Chair or any member of the Authority for any reason whatsoever, including points of order, personal privilege, or for a member to explain his/her vote. After the roll call, and before the Chair announces the result, any member may change his/her vote. All roll calls shall be taken alphabetically, except that the name of the Chair of the Authority shall be called first.

8.3 A motion to reconsider a vote shall only be made by a member on the prevailing side and

may be seconded by any member. Adoption of the reconsideration shall be by a simple majority vote on the motion to reconsider.

- 8.4 In case of a tie vote, the motion is defeated. A motion to reconsider may only be made by a member who voted to defeat the motion.
- 8.5 No motion shall be discussed or debated until it has been seconded. Any member may explain his/her vote during the discussion or debate of any motion or question pending.
- 8.6.1 Any motion may be withdrawn by the mover at any time before the taking of a vote thereon or before an amendment is made to such a motion.

## 9 Discussion And Debate

- 9.1 At any meeting of the Authority, any member desiring to speak shall address the Chair and, after his/her right to speak has been recognized, he/she shall not be interrupted while speaking except by a call to order or to yield to another member. He/she shall confine his/her remarks to the question under discussion or debate. No member shall speak more than once on the same question until all other members desiring to speak thereon shall have done so. There shall be no conversation among members while a member is speaking, while a roll call is being taken, while any paper is being read or while a question or motion is being stated by the Chair.